

LAW OFFICES

ROSS & HARDIES

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

TELECOPIER  
312-750-8600

150 NORTH MICHIGAN AVENUE  
CHICAGO, ILLINOIS 60601-7567

312-558-1000

WRITER'S DIRECT LINE: (312) 750-8655  
WRITER'S DIRECT FAX: (312) 920-6161  
WRITER'S EMAIL: susan.lichtenfeld@rosshardies.com

SUSAN G. LICHTENFELD

**VIA OVERNIGHT DELIVERY**

Mr. Vernon A. Williams  
Secretary  
Office of the Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423  
Attention: Janice Fort, Room 704

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two original executed copies and two photostatic copies of a Release of Lien, dated as of January 4, 1999 (the "Release"), from Nationwide Life Insurance Company ("Nationwide"), which Release is a secondary document as defined in the Commission's Rules for the Recordation of Documents. The Release relates to that certain Security Agreement, dated as of March 1, 1988 (the "Initial Security Agreement"), between Citicorp North America, Inc. ("Citicorp") and Nationwide, which was filed with the Interstate Commerce Commission ("ICC") on April 27, 1988 and assigned recordation number 15609, that certain Security Agreement Supplement No. 1 ("Supplement No. 1"), dated June 30, 1988 between Citicorp and Nationwide, which was filed with the ICC on June 30, 1988 and assigned recordation number 15609-A, that certain Security Agreement Supplement No. 2 ("Supplement No. 2"), dated September 30, 1988 between Citicorp and Nationwide, which was filed with the ICC on September 30, 1988 and assigned recordation number 15609-B, and that certain Security Agreement Supplement No. 3 ("Supplement No. 3"), dated December 28, 1988, between Citicorp and Nationwide, which was filed with the ICC on December 28, 1988 and assigned recordation number 15609-C (the Security Agreement, Supplement No. 1, Supplement No. 2 and Supplement No. 3 are hereinafter collectively referred to as the "Security Agreement"). The Initial Security Agreement is a primary document to which the Release relates.

The names and addresses of the parties to the enclosed are:

Citicorp:

Citicorp North America, Inc.  
450 Mamaroneck Ave.  
4th Floor  
Harrison, New York 10528

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

JAN 6 12 47 PM '99  
PARK AVENUE TOWER  
65 EAST 55TH STREET  
NEW YORK NEW YORK 10022-3219  
312-5555  
COMMISSION  
SERVICE SECTION

580 HOWARD AVENUE  
SOMERSET, NEW JERSEY 08873  
732-563-2700  
888 SIXTEENTH STREET, N.W.  
WASHINGTON, D.C. 20006-4103  
202-296-8600

January 5, 1999  
RECORDATION NO. 15609-D  
JAN 6 '99 12-47 PM  
FILED



• Mr. Vernon A. Williams  
January 5, 1999  
Page 2

Nationwide:                    Nationwide Life Insurance Company  
    One Nationwide Place  
    Columbus, OH 43215-2220

A description of the railroad equipment covered by the enclosed document is set forth in the Release.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped original copy and the two stamped photostatic copies of the enclosed document and the stamped photostatic copy of this letter to Susan G. Lichtenfeld, Ross & Hardies, 150 N. Michigan Avenue, Suite 2500, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Secondary Document to be Recorded

Release of Lien, dated as of January 4, 1999, from Nationwide Life Insurance Company, relating to the release of lien under the Security Agreement and 929 covered hopper cars.

Primary Document to which it Relates

Security Agreement, dated as of March 1, 1988, between Citicorp North America, Inc., as Debtor, and Nationwide Life Insurance Company, as Secured Party, recorded with the Interstate Commerce Commission on April 27, 1988 and assigned recordation number 15609.

Very truly yours,

  
Susan G. Lichtenfeld

SGL/las  
w/encl.

cc:       Robert W. Kleinman  
             Joseph A. McQuade

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Susan G. Lichtenfeld  
Ross & Hardies  
150 North Michigan Avenue  
Chicago, Illinois 60601-7567

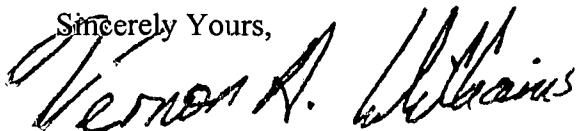
Dear Madam:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.

11301 and CFR 1177.3 (c), on 1/6/99 at 12:47 PM , and

assigned recordation numbers (s): 15609-D.

Sincerely Yours,



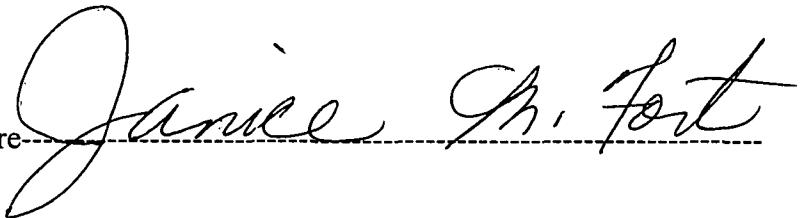
Vernon A. Williams

Enclosure(s)

26.00

\$ \_\_\_\_\_ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



RELEASE OF LIEN

JAN 6 '99

12-47 PM

KNOW ALL MEN BY THESE PRESENTS THAT:

WHEREAS, Citicorp North America, Inc., a Delaware corporation ("Citicorp"), has heretofore executed and delivered that certain Security Agreement dated as of March 1, 1988 (the "Initial Security Agreement") to Nationwide Life Insurance Company, an Ohio corporation ("Nationwide"), which document was duly recorded and filed with the Interstate Commerce Commission on April 27, 1988 pursuant to 49 U.S.C. § 11303 and assigned Recordation Number 15609; that certain Security Agreement Supplement No. 1 ("Supplement No. 1"), dated June 30, 1988, between Citicorp and Nationwide, which document was duly recorded and filed with the Interstate Commerce Commission on June 30, 1988 pursuant to 49 U.S.C. § 11303 and assigned Recordation Number 15609-A; that certain Security Agreement Supplement No. 2 ("Supplement No. 2"), dated September 30, 1988, between Citicorp and Nationwide, which document was duly recorded and filed with the Interstate Commerce Commission on September 30, 1988 pursuant to 49 U.S.C. § 11303 and assigned Recordation Number 15609-B; and that certain Security Agreement Supplement No. 3 ("Supplement No. 3"), dated December 28, 1988, between Citicorp and Nationwide, which document was duly recorded and filed with the Interstate Commerce Commission on December 28, 1988 pursuant to 49 U.S.C. § 11303 and assigned Recordation Number 15609-C (the Security Agreement, Supplement No. 1, Supplement No. 2 and Supplement No. 3 are hereinafter collectively referred to as the Security Agreement);

WHEREAS, Citicorp has requested Nationwide to release its lien in the property of Citicorp which was created under the Security Agreement and has complied with all conditions of the Security Agreement precedent to such release.

NOW, THEREFORE, Nationwide, for and in consideration of Ten Dollars (\$10.00) and other good and valuable consideration, receipt whereof is hereby acknowledged, and pursuant to the authority vested by the Security Agreement in Nationwide, does hereby RELEASE, REMISE, CONVEY AND QUIT CLAIM unto Citicorp, its successors and assigns, all of its right, title, lien, interest, claim or demand whatsoever which Nationwide has or may have acquired under, through or by virtue of the Security Agreement, including, but not limited to, its right, title, lien and interest in and to the property described in Appendix A hereto.

IN WITNESS WHEREOF, Nationwide has caused this instrument to be duly executed and delivered by its duly authorized officers as of this 4th day of January, 1999.

Nationwide Life Insurance Company,  
an Ohio corporation

By:   
Title: Mark W. Poepelman  
Authorized Signatory

STATE OF OHIO )  
                  )  
COUNTY OF Franklin      ) SS.

On this 30th day of December, 1998, before me, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Mark W. Poeppelman to me a Authorized Signatory of Nationwide Life Insurance Company, a national insurance company, and duly authorized by authority of the board of directors or the by-laws of said company in his capacity as such officers to execute and acknowledge the foregoing instrument for and in the name and on behalf of said company and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said company, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this  
30th day of December, 1998.

Judy E. Guinther  
\_\_\_\_\_  
Notary Public

My Commission Expires:



JUDY E. GUINThER  
NOTARY PUBLIC, STATE OF OHIO  
MY COMMISSION EXPIRES NOVEMBER 7, 1999

## APPENDIX A

### 929 OPEN TOP HOPPER CARS

Unit Number				
CSXT 246165	CSXT 246267	CSXT 246338	CSXT 246433	CSXT 246560
CSXT 246167	CSXT 246268	CSXT 246342	CSXT 246434	CSXT 246561
CSXT 246172	CSXT 246269	CSXT 246343	CSXT 246435	CSXT 246562
CSXT 246174	CSXT 246276	CSXT 246344	CSXT 246436	CSXT 246563
CSXT 246176	CSXT 246278	CSXT 246345	CSXT 246438	CSXT 246564
CSXT 246189	CSXT 246281	CSXT 246346	CSXT 246440	CSXT 246565
CSXT 246200	CSXT 246282	CSXT 246348	CSXT 246442	CSXT 246566
CSXT 246201	CSXT 246283	CSXT 246349	CSXT 246443	CSXT 246567
CSXT 246203	CSXT 246285	CSXT 246350	CSXT 246445	CSXT 246568
CSXT 246204	CSXT 246286	CSXT 246352	CSXT 246450	CSXT 246570
CSXT 246206	CSXT 246287	CSXT 246356	CSXT 246454	CSXT 246571
CSXT 246207	CSXT 246288	CSXT 246359	CSXT 246461	CSXT 246572
CSXT 246209	CSXT 246289	CSXT 246361	CSXT 246462	CSXT 246573
CSXT 246211	CSXT 246290	CSXT 246362	CSXT 246463	CSXT 246574
CSXT 246213	CSXT 246291	CSXT 246363	CSXT 246464	CSXT 246575
CSXT 246214	CSXT 246292	CSXT 246364	CSXT 246520	CSXT 246576
CSXT 246215	CSXT 246293	CSXT 246365	CSXT 246521	CSXT 246577
CSXT 246219	CSXT 246294	CSXT 246368	CSXT 246522	CSXT 246579
CSXT 246223	CSXT 246295	CSXT 246369	CSXT 246523	CSXT 246580
CSXT 246224	CSXT 246296	CSXT 246370	CSXT 246524	CSXT 246581
CSXT 246225	CSXT 246297	CSXT 246374	CSXT 246525	CSXT 246582
CSXT 246226	CSXT 246298	CSXT 246377	CSXT 246526	CSXT 246583
CSXT 246227	CSXT 246299	CSXT 246382	CSXT 246528	CSXT 246584
CSXT 246228	CSXT 246301	CSXT 246383	CSXT 246529	CSXT 246585
CSXT 246229	CSXT 246304	CSXT 246384	CSXT 246531	CSXT 246586
CSXT 246230	CSXT 246305	CSXT 246385	CSXT 246532	CSXT 246587
CSXT 246231	CSXT 246307	CSXT 246386	CSXT 246533	CSXT 246588
CSXT 246233	CSXT 246308	CSXT 246390	CSXT 246534	CSXT 246589
CSXT 246234	CSXT 246310	CSXT 246392	CSXT 246535	CSXT 246592
CSXT 246236	CSXT 246312	CSXT 246393	CSXT 246536	CSXT 246593
CSXT 246238	CSXT 246313	CSXT 246395	CSXT 246537	CSXT 246594
CSXT 246240	CSXT 246315	CSXT 246396	CSXT 246541	CSXT 246596
CSXT 246242	CSXT 246317	CSXT 246399	CSXT 246542	CSXT 246599
CSXT 246243	CSXT 246318	CSXT 246403	CSXT 246543	CSXT 246600
CSXT 246245	CSXT 246320	CSXT 246404	CSXT 246544	CSXT 246602
CSXT 246246	CSXT 246321	CSXT 246405	CSXT 246545	CSXT 248142
CSXT 246247	CSXT 246322	CSXT 246406	CSXT 246546	CSXT 248143
CSXT 246248	CSXT 246323	CSXT 246409	CSXT 246547	CSXT 248144
CSXT 246249	CSXT 246324	CSXT 246410	CSXT 246548	CSXT 248147
CSXT 246250	CSXT 246325	CSXT 246411	CSXT 246549	CSXT 248150
CSXT 246252	CSXT 246326	CSXT 246413	CSXT 246550	CSXT 248161
CSXT 246253	CSXT 246327	CSXT 246414	CSXT 246551	CSXT 248153
CSXT 246255	CSXT 246329	CSXT 246416	CSXT 246552	CSXT 248155
CSXT 246256	CSXT 246330	CSXT 246418	CSXT 246553	CSXT 248156
CSXT 246257	CSXT 246331	CSXT 246420	CSXT 246554	CSXT 248158
CSXT 246259	CSXT 246332	CSXT 246421	CSXT 246555	CSXT 248159
CSXT 246263	CSXT 246333	CSXT 246422	CSXT 246556	CSXT 248160
CSXT 246264	CSXT 246334	CSXT 246428	CSXT 246557	CSXT 248161
CSXT 246265	CSXT 246336	CSXT 246430	CSXT 246558	CSXT 248162
CSXT 246266	CSXT 246337	CSXT 246432	CSXT 246559	CSXT 248163

| Unit Number |
|-------------|-------------|-------------|-------------|-------------|
| CSXT 248164 | CSXT 248326 | CSXT 249182 | CSXT 249247 | CSXT 249309 |
| CSXT 248165 | CSXT 248328 | CSXT 249183 | CSXT 249248 | CSXT 249310 |
| CSXT 248166 | CSXT 248329 | CSXT 249194 | CSXT 249249 | CSXT 249311 |
| CSXT 248167 | CSXT 248330 | CSXT 249195 | CSXT 249250 | CSXT 249312 |
| CSXT 248168 | CSXT 248331 | CSXT 249196 | CSXT 249251 | CSXT 249314 |
| CSXT 248169 | CSXT 248332 | CSXT 249197 | CSXT 249252 | CSXT 249316 |
| CSXT 248171 | CSXT 248333 | CSXT 249199 | CSXT 249254 | CSXT 249318 |
| CSXT 248174 | CSXT 248334 | CSXT 249200 | CSXT 249255 | CSXT 249319 |
| CSXT 248175 | CSXT 248336 | CSXT 249201 | CSXT 249256 | CSXT 249320 |
| CSXT 248179 | CSXT 248337 | CSXT 249204 | CSXT 249257 | CSXT 249322 |
| CSXT 248270 | CSXT 248338 | CSXT 249205 | CSXT 249259 | CSXT 249326 |
| CSXT 248272 | CSXT 248339 | CSXT 249206 | CSXT 249260 | CSXT 249327 |
| CSXT 248274 | CSXT 248342 | CSXT 249207 | CSXT 249263 | CSXT 249328 |
| CSXT 248275 | CSXT 248343 | CSXT 249208 | CSXT 249264 | CSXT 249329 |
| CSXT 248276 | CSXT 248344 | CSXT 249209 | CSXT 249266 | CSXT 249330 |
| CSXT 248277 | CSXT 248345 | CSXT 249210 | CSXT 249267 | CSXT 249331 |
| CSXT 248278 | CSXT 248346 | CSXT 249211 | CSXT 249268 | CSXT 249333 |
| CSXT 248280 | CSXT 248348 | CSXT 249212 | CSXT 249269 | CSXT 249334 |
| CSXT 248281 | CSXT 248349 | CSXT 249213 | CSXT 249270 | CSXT 249335 |
| CSXT 248282 | CSXT 248351 | CSXT 249214 | CSXT 249271 | CSXT 249336 |
| CSXT 248285 | CSXT 248355 | CSXT 249215 | CSXT 249272 | CSXT 249338 |
| CSXT 248287 | CSXT 248356 | CSXT 249216 | CSXT 249274 | CSXT 249339 |
| CSXT 248289 | CSXT 248357 | CSXT 249217 | CSXT 249275 | CSXT 249340 |
| CSXT 248290 | CSXT 248359 | CSXT 249218 | CSXT 249276 | CSXT 249341 |
| CSXT 248291 | CSXT 248361 | CSXT 249219 | CSXT 249277 | CSXT 249342 |
| CSXT 248292 | CSXT 248363 | CSXT 249220 | CSXT 249278 | CSXT 249343 |
| CSXT 248294 | CSXT 248364 | CSXT 249221 | CSXT 249279 | CSXT 249344 |
| CSXT 248295 | CSXT 248365 | CSXT 249222 | CSXT 249280 | CSXT 249345 |
| CSXT 248297 | CSXT 248367 | CSXT 249223 | CSXT 249281 | CSXT 249346 |
| CSXT 248298 | CSXT 248368 | CSXT 249224 | CSXT 249282 | CSXT 249347 |
| CSXT 248299 | CSXT 248372 | CSXT 249225 | CSXT 249284 | CSXT 249348 |
| CSXT 248300 | CSXT 248373 | CSXT 249226 | CSXT 249285 | CSXT 249350 |
| CSXT 248301 | CSXT 248374 | CSXT 249227 | CSXT 249286 | CSXT 249351 |
| CSXT 248303 | CSXT 248375 | CSXT 249228 | CSXT 249288 | CSXT 249352 |
| CSXT 248304 | CSXT 248377 | CSXT 249229 | CSXT 249289 | CSXT 249353 |
| CSXT 248305 | CSXT 248378 | CSXT 249231 | CSXT 249290 | CSXT 249354 |
| CSXT 248306 | CSXT 248379 | CSXT 249232 | CSXT 249291 | CSXT 249355 |
| CSXT 248308 | CSXT 248380 | CSXT 249234 | CSXT 249292 | CSXT 249356 |
| CSXT 248309 | CSXT 248381 | CSXT 249235 | CSXT 249293 | CSXT 249357 |
| CSXT 248310 | CSXT 248382 | CSXT 249236 | CSXT 249294 | CSXT 249358 |
| CSXT 248312 | CSXT 248383 | CSXT 249237 | CSXT 249295 | CSXT 249359 |
| CSXT 248313 | CSXT 248384 | CSXT 249238 | CSXT 249296 | CSXT 249360 |
| CSXT 248314 | CSXT 248388 | CSXT 249239 | CSXT 249297 | CSXT 249361 |
| CSXT 248315 | CSXT 248410 | CSXT 249240 | CSXT 249298 | CSXT 249362 |
| CSXT 248316 | CSXT 248411 | CSXT 249241 | CSXT 249299 | CSXT 249363 |
| CSXT 248317 | CSXT 248413 | CSXT 249242 | CSXT 249301 | CSXT 249365 |
| CSXT 248318 | CSXT 248414 | CSXT 249243 | CSXT 249302 | CSXT 249366 |
| CSXT 248321 | CSXT 248415 | CSXT 249244 | CSXT 249303 | CSXT 249367 |
| CSXT 248322 | CSXT 249190 | CSXT 249245 | CSXT 249306 | CSXT 249368 |
| CSXT 248324 |             | CSXT 249246 | CSXT 249308 | CSXT 249369 |



Unit Number	Unit Number	Unit Number	Unit Number
CSXT 249749	CSXT 249824	CSXT 255969	CSXT 256317
CSXT 249750	CSXT 249826	CSXT 255970	CSXT 256318
CSXT 249752	CSXT 249827	CSXT 255972	CSXT 256320
CSXT 249753	CSXT 249828	CSXT 255974	CSXT 256321
CSXT 249754	CSXT 249829	CSXT 255975	CSXT 256324
CSXT 249755	CSXT 249830	CSXT 255976	CSXT 256325
CSXT 249757	CSXT 249831	CSXT 255977	CSXT 256327
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CSXT 249777	CSXT 249852	CSXT 256271	CSXT 256342
CSXT 249779	CSXT 255847	CSXT 256272	CSXT 256343
CSXT 249782	CSXT 255850	CSXT 256273	CSXT 256344
CSXT 249783	CSXT 255855	CSXT 256274	CSXT 256345
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CSXT 249785	CSXT 255861	CSXT 256278	CSXT 256348
CSXT 249786	CSXT 255874	CSXT 256279	CSXT 256349
CSXT 249788	CSXT 255881	CSXT 256280	CSXT 256351
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CSXT 249791	CSXT 255896	CSXT 256282	CSXT 256353
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CSXT 249799	CSXT 255940	CSXT 256293	
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CSXT 249804	CSXT 255947	CSXT 256297	
CSXT 249805	CSXT 255948	CSXT 256298	
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CSXT 249808	CSXT 255952	CSXT 256301	
CSXT 249809	CSXT 255955	CSXT 256302	
CSXT 249810	CSXT 255956	CSXT 256303	
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CSXT 249814	CSXT 255960	CSXT 256309	
CSXT 249815	CSXT 255961	CSXT 256311	
CSXT 249817	CSXT 255963	CSXT 256312	
CSXT 249819	CSXT 255965	CSXT 256313	
CSXT 249820	CSXT 255966	CSXT 256314	
CSXT 249821	CSXT 255967	CSXT 256315	
CSXT 249823	CSXT 255968	CSXT 256316	